

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

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FIRST MANHATTAN CO.,	)	
	)	
Plaintiffs,	)	ECF Case
	)	Document Electronically Filed
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v.	)	
	)	
PERRIGO COMPANY PLC, JOSEPH C.	)	Civil Action No. 2:18-CV-02291-MCA-LDW
PAPA, AND JUDY L. BROWN,	)	
	)	
Defendants.	)	
	)	
_____	)	

**STIPULATION AND [PROPOSED] ORDER**

WHEREAS, on February 16, 2018, plaintiff filed an initial complaint in the above-captioned action;

WHEREAS, on April 20, 2018, plaintiff filed an amended complaint (ECF No. 9, or the “Complaint”) in the above-captioned action;

WHEREAS, the Complaint involves claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the June 21, 2017 Amended Complaint for Violation of the Federal Securities Laws (the “Amended Complaint”) in *Roofer’s Pension Fund v. Papa, et al.*, No. 2:16-cv-2805-MCA-LDW (the “Consolidated Class Action”);

WHEREAS, the defendants in the Consolidated Class Action moved to dismiss the Amended Complaint in the Consolidated Class Action (the “Motions to Dismiss”);

WHEREAS, on July 27, 2018, the Court in the Consolidated Class Action issued an opinion granting in part and denying in part the Motions to Dismiss (2018 WL 3601229) (the “July 27, 2018 Decision”);

WHEREAS, plaintiff does not intend to further amend the Complaint at this time;

WHEREAS, on August 27, 2018, the parties entered into a stipulation requiring defendants Perrigo Company plc, Joseph C. Papa, and Judy L. Brown to move, answer, or otherwise respond to the Complaint by November 6, 2018, which stipulation the Court so-ordered on August 29, 2018; and

WHEREAS, the parties seek entry of an order replicating any issues resolved by the July 27, 2018 Decision;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. The issues and arguments raised in the briefing in connection with the Motions to Dismiss in the Consolidated Class Action shall not be re-briefed in this action but rather, for purposes of judicial efficiency, shall be treated as if such issues and arguments had been raised in motion(s) to dismiss in this action and had been resolved in a similar fashion to the way those issues and arguments were resolved in the July 27, 2018 Decision.

2. Plaintiff's claims relating to Perrigo's financial guidance and/or the Tysabri<sup>®</sup> royalty stream are dismissed without prejudice.

3. Plaintiff's claims relating to Omega Pharma NV and/or alleged price-fixing of generic drugs shall be treated as having survived the arguments made in the Motions to Dismiss in the Consolidated Class Action.

4. Plaintiff agrees to the voluntary dismissal of Count III of the Complaint: Violation of Section 18 of the Securities Exchange Act of 1934 Against All Defendants (the "Section 18 claim"), except insofar as the Section 18 claim is premised on allegations concerning alleged

price-fixing of generic drugs. Defendants reserve their rights to move to dismiss the Section 18 claim to the extent that the Section 18 claim has not been voluntarily dismissed.

5. Discovery shall be coordinated with discovery in the Consolidated Class Action regardless of whether any defendants file motions to dismiss; provided, however, that plaintiff shall not utilize any documents or testimony from such discovery in opposing any motion(s) to dismiss the Complaint.

Dated: September 6, 2018

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SO ORDERED THIS \_\_ DAY OF SEPTEMBER, 2018

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Hon. Madeline Cox Arleo  
United States District Judge